



# COMPUTIME GROUP LIMITED

金寶通集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING — 18 SEPTEMBER 2014

I/We <sup>(note 1)</sup> (name) \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the share capital of Computime Group Limited (the "Company") **HEREBY APPOINT** <sup>(note 3)</sup> **THE CHAIRMAN OF THE MEETING** or (name) \_\_\_\_\_  
of (address) \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 18 September 2014 at 10:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other resolutions that may be properly put before the meeting.

ORDINARY RESOLUTIONS		For <sup>(notes 4 &amp; 5)</sup>	Against <sup>(notes 4 &amp; 5)</sup>
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2014.		
2.	To declare a final dividend of HK\$0.02 per share for the year ended 31 March 2014.		
3.	To re-elect Dr. Owyang King as an executive director of the Company.		
4.	To re-elect Mr. Au Hing Lun, Dennis as an executive director of the Company.		
5.	To re-elect Mr. Kam Chi Chiu, Anthony as a non-executive director of the Company.		
6.	To re-elect Mr. Luk Koon Hoo as an independent non-executive director of the Company.		
7.	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
8.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix auditors' remuneration.		
9.	To grant a general mandate to the directors of the Company to repurchase the Company's own shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
10.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
11.	Conditional upon the passing of resolutions nos. 9 and 10, to extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014 Signature <sup>(note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a shareholder of the Company. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING or" here inserted and insert the full name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- All resolutions will be put to vote by way of poll at the meeting. Every shareholder of the Company present in person (or being a corporation, is present by its duly authorized representative), or by proxy shall have one vote for every fully paid share of which he/she/it is the holder.
- IMPORTANT: If you wish to vote for any resolutions, please put a tick (✓) in the relevant box below the box marked "For". If you wish to vote against any resolutions, please put a tick (✓) in the relevant box below the box marked "Against". If you are entitled to more than one vote, you need not use all your votes or cast all your votes in the same way and in such case, please state the relevant number of shares in the relevant boxes. Failure to tick or complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, shall be delivered to the Branch Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- Completion and return of this form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof and, in such event, the form of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.
- Any alterations made to this form of proxy must be initialled by the person who signs it.**

\* For identification purposes only